



FORM B1 United States Bankruptcy Court Southern District of New York				Voluntary Petition		
Name of Debtor (If individual, enter Last, First, Middle): Elite Model Management Corporation			Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other names used by the Debtor in the last 6 years (include married, maiden and trade names):			All other Names used by the Joint Debtor in the last 6 years (include married, maiden and trade names):			
Soc. Sec./Tax I.D. No. (If more than one, state all): 13-2894743			Soc. Sec./Tax I.D. No. (If more than one, state all):			
Street Address of Debtor (No. and Street, City, State & Zip Code): 111 East 22nd Street New York, New York 10010			Street Address of Joint Debtor (No. and Street, City, State & Zip Code):			
County of Residence or Principal Place of Business: New York			County of Residence or Principal Place of Business:			
Mailing Address of Debtor (If different from street address):			Mailing Address of Debtor (If different from street address):			
Location of Principal Assets of Business Debtor (If different, from addresses listed above):						
Information Regarding Debtor (Check the Applicable Boxes)						
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner or partnership pending in this District						
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding.			
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only)			
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3			
Statistical/Administrative Information (Estimates Only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE FOR COURT USE ONLY	
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>						
Estimated Assets						
\$0 to \$50,000 <input type="checkbox"/>	\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$10 million <input checked="" type="checkbox"/>	\$10,000,001 to \$100 million <input type="checkbox"/>		More than \$100 million <input type="checkbox"/>
Estimated Debts						
\$0 to \$50,000 <input type="checkbox"/>	\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$10 million <input checked="" type="checkbox"/>	\$10,000,001 to \$100 million <input type="checkbox"/>		More than \$100 million <input type="checkbox"/>

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Elite Model Management Corporation	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one attach additional sheet.)			
Name of Debtor:		Case Number:	Date Filed:
District:		Relationship:	Judge:
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I proceed may under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (If not represented by attorney) _____ Date		EXHIBIT A (To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made part of this petition. EXHIBIT B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X _____ Signature of Attorney for Debtor(s) Date	
X  _____ Signature of Attorney for Debtor(s) Robert T. Schmidt, Esq. Printed Name of Attorney for Debtor(s) Kramer Levin Naftalis & Frankel LLP Firm Name 919 Third Avenue, New York, NY 10022 Address (212)715-9100 Telephone Number February 11, 2004 Date		EXHIBIT C Does the debtor own or have any possession of any property that poses a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made part of this petition. <input checked="" type="checkbox"/> No Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C §110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. _____ Printed Name of Bankruptcy Petition Preparer _____ Social Security Number _____ Address Names and Social Security numbers of all other Individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. X _____ Signature of Bankruptcy Petition Preparer _____ Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  _____ Signature of Authorized Individual Edward R. Curtin Printed Name of Authorized Individual Assistant Secretary and General Counsel Title of Authorized Individual February 11, 2004 Date			

CERTIFICATE OF RESOLUTIONS

I, Edward R. Curtin, Assistant Secretary and General Counsel of Elite Model Management Corporation, a New York corporation (the "Company"), do hereby certify that: (a) I am the duly elected, qualified and acting Assistant Secretary and General Counsel of the Company; (b) the following resolutions were duly adopted by the Board of Directors of the Company, as of February 10, 2004, in accordance with the requirements of New York corporation law; and (c) said resolutions have not been amended, modified, or rescinded and are in full force and effect as of the date hereof:

Authorized Officers

RESOLVED, that, subject to the condition described below, each of the following officers (the "Authorized Officers")

Gerald Marie	President and Chief Executive Officer
Monique Pillard	Vice President, Chief Operating Officer
Alain Kittler	Secretary and Treasurer
Edward R. Curtin	Assistant Secretary and General Counsel

be, and they hereby are, appointed authorized officers, to perform all actions, with the advice and assistance of counsel as necessary, in the name and on behalf of the Company set forth in these resolutions and to do and perform or cause to be performed all such other acts and things, and to make, execute, deliver and file any and all such powers of attorney, orders, letters of instruction and other documents, in the name and on behalf of the Company and its shareholders, as said Authorized Officers or any of them may deem necessary, advisable or proper to the end that the intent and purposes of these resolutions may be fully effectuated.

FURTHER RESOLVED, that the Authorized Officers or any of them, be, and they hereby are, authorized and empowered to take any and all such actions, to make such payments and to execute and deliver for and on behalf of the Company, all such instruments and documents as may be required or as they may deem necessary or appropriate in order to implement and carry out the intent and purpose of these resolutions.

FURTHER RESOLVED, that any one of the officers and/or persons authorized by these resolutions, acting singly, may by written instrument or otherwise, delegate to any other officer or person the same authority which is vested singly and individually by said resolutions in the person(s) or officer(s) so delegating authority.

Chapter 11 Filing

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and directed on behalf of and in the name of the Company to execute a Chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a Chapter 11 bankruptcy case on or about February 11, 2004, or the first date possible thereafter.

FURTHER RESOLVED that the filing of a petition under Chapter 11 of the Bankruptcy Code on or about February 11, 2004, or on the first date possible thereafter, as submitted by any of the Authorized Officers, is hereby authorized, approved and adopted in all respects, and each of the Authorized Officers is hereby authorized and directed, on behalf of and in the name of the Company, to execute and verify such Petition and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York.

FURTHER RESOLVED that each of the Authorized Officers is hereby authorized to execute and file all petitions, schedules, lists, and other papers in connection with the Company's bankruptcy case, and to take any and all action which he or she may deem necessary and proper in connection with such bankruptcy case and to retain and employ legal counsel and any other professional which he or she may deem necessary and proper.

FURTHER RESOLVED that the Company hereby retains the law firm of Kramer Levin Naftalis & Frankel LLP as bankruptcy counsel for the Company for purposes of, among other things, representing the Company in its Chapter 11 case and related matters.

FURTHER RESOLVED that the Company hereby retains AMJ Advisors LLC for the purposes of, among other things, serving as a financial advisor and restructuring consultant for the Company in its Chapter 11 case.

FURTHER RESOLVED that the Authorized Officers hereby are authorized to add Alan M. Jacobs on behalf of AMJ Advisors LLC as a signatory to any of the Company's bank accounts, and otherwise amend or modify the signatories to the Company's bank accounts as the Authorized Officers deem appropriate.

General Authorization

FURTHER RESOLVED, that, in connection with the execution of the resolutions set forth above, the Authorized Officers or any of them be, and they hereby are, authorized and directed, in the name and on behalf of the Company, to prepare, execute, file, deliver and perform such additional agreements, documents or other instruments and to take such other action, in the name and on behalf of the Company, as each of such officers, in his or her discretion, shall deem necessary or advisable to effect the transactions contemplated by these resolutions, the taking of such action and the preparation, execution, filing, delivery and performance of such agreements, documents and other instruments or the performance of any such act shall be conclusive evidence of the approval of this Board thereof and all matters relating thereto.

Ratification

FURTHER RESOLVED, that all actions heretofore taken by the officers and directors of the Company in connection with the matters referred to in these resolutions be, and they hereby are, ratified, confirmed, adopted and approved in all respects.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 11th day of February, 2004.

A handwritten signature in black ink, appearing to read 'E. Curtin', with a long horizontal stroke extending to the right.

Edward R. Curtin
Assistant Secretary and General Counsel
Elite Model Management Corporation